

ASSOCIATION OF CORPORATE COUNSEL NEW TO IN-HOUSE COMMITTEE CHARTER

I. Mission Statement

ACC's New to In-house Committee will be comprised of ACC members who have practiced in a corporate legal department for less than 5 years. The purpose of this committee will be to provide an organized forum within the Association of Corporate Counsel to facilitate identification, review and discussion of issues that impact attorneys who are new to the in-house practice, and to develop resources that will aid in transition to the corporate environment.

II. Operating Procedures

The charter and the activities of the committee will at all times be subject to the bylaws and policies of ACC. The committee shall work closely with the ACC Staff to advance the goals of ACC and to comply with the minimum activity guidelines for committees.

III. Membership

Any ACC Member is eligible for membership. Members of the Committee are encouraged to join and actively participate in at least one Subcommittee. The general membership of the committee will convene once per year at the ACC Annual Meeting for the purpose of conducting general committee business, electing officers (Chair, Vice Chair, Secretary) and developing initiatives for the following year.

IV. Committee Leadership Structure

The Committee leadership shall consist of the Committee Officers, an Executive Council and several Subcommittees.

Committee Officers

The officers of the Committee shall be elected from the committee's membership and shall consist of a Chair, Vice Chair, and Secretary as described below; however, any one or more of the offices may be jointly held as Co-Chairs.

Chair

Responsible for the overall direction, motivation and administration of committee activities. The chair also has overall responsibility for adhering to the ACC Committee Activity Guidelines and for acting as liaison with the ACC headquarters office. Term of office is one year, with the eligibility to be elected to no more than two (2) consecutive terms. The chair is succeeded by the vice chair at the ACC Annual Meeting. The Chair shall also attend, whenever possible, the ACC Council of Committees' (CoC) monthly calls.

Vice Chair

Responsible for serving as the deputy to the committee chair. Term of office is one year, with the eligibility to be elected to no more than two (2) consecutive terms. The vice chair is succeeded at the ACC Annual Meeting by the committee secretary.

Secretary

Responsible for keeping minutes of all committee and executive board meetings. The secretary shall maintain a history of the committee's activities and serve as editor for the committee newsletter. The secretary is an ex officio member of each subcommittee. Term of office is one year after which time the secretary is succeeded by an individual elected at the Committee's business meeting at the ACC Annual Meeting. Nomination(s) for such election will be made by the vote of the current Chair, Vice Chair, and Secretary of the Committee.

Subcommittees

The chairs of the Subcommittees shall be appointed by the Chair of the Committee to serve for a term of one year, which may be renewed at the discretion of the Chair for additional one-year terms. Subcommittee Chairs shall be responsible for coordinating the activities of the Subcommittees, and representing the Subcommittee at the Committee's Executive Council.

Membership Subcommittee

Responsible for promoting the committee and its activities for the purpose of increasing committee membership and activity. Also, responsible for maintaining the committee membership including conducting periodic membership surveys to determine needs and interests and organizing member networking opportunities. This subcommittee shall be administered by a subcommittee chair and vice chair whose terms of office are one year. The subcommittee chair is succeeded by the vice chair at the ACC Annual Meeting, at which time a successor to the subcommittee vice chair is designated by the outgoing chair of this Subcommittee.

Programs Subcommittee

Responsible for organizing and producing programs of importance and interest to the committee in accordance with the Committee Activity Guidelines. This subcommittee shall be administered by a subcommittee chair and vice chair whose terms of office are one year. The subcommittee chair is succeeded by the vice chair at the ACC Annual Meeting, at which time a successor to the subcommittee vice chair is designated by the outgoing chair of this Subcommittee.

Publications /Information Resources Subcommittee

Responsible for the organization and production of practice resources for the membership in accordance with the Committee Activity Guidelines.

This subcommittee shall be administered by a subcommittee chair and vice chair whose terms of office are one year. The subcommittee chair is succeeded by the vice chair at the ACC Annual Meeting, at which time a successor to the subcommittee vice chair is designated by the outgoing chair of this Subcommittee.

Executive Council

The Executive Council shall consist of the Committee Officers, Subcommittee Chairs, and the Past Chair of the Committee, along with such other members of the Committee as invited by the Chair. The role of the Executive Council is to lead and coordinate the efforts and activities of the Committee at large and the Subcommittees, provide a central organizational and administrative function, and establish a common vision for the committee. The Executive Council shall meet once per month by teleconference.

V. Resignation/Vacancy

In the event of resignation or vacancy of any officer position prior to the completion of his/her term of office, the highest-ranking officer shall have the authority to appoint a replacement from the committee membership to serve the remainder of the term. Should the Chair resign mid-term, the Vice Chair shall have the option of succeeding to the role of Chair, failing which a new Chair shall be appointed from the committee membership by the Chair of the Council of Committees.

VI. Removal from Office

At any time and for any reason, any member of the leadership may be removed by a majority vote of the Committee, in accordance with the following procedure:

1. Any member of the leadership may request a special meeting to consider removal of another member.
2. A special meeting will be called by the committee leadership to consider the removal request. Attendees at the special meeting must include: the committee leader requesting the special meeting, the committee leader member being considered for removal, a majority of the remaining committee leaders, and at least two officers from the Council of Committees (CoC). If the board member under consideration for removal fails to appear at the special meeting or fails to make himself or herself reasonably available for a special meeting (as determined by a majority of the other members of the EC), the special meeting can proceed without him or her in attendance.

The committee leader in question will be provided notice of the special meeting in writing no less than five business days before the meeting, and such writing will specify the reasons for the requested meeting.

3. The decision to remove the individual in office will be decided by a majority vote of the leadership and the CoC members in attendance, with any tie being decided by the Chair. If the Chair's position is in question, the committee leadership and the CoC members in attendance will make the determination.
4. The ACC Council of Committees Executive officers may, by a majority vote, remove any committee leader without a special meeting or special notice as required above for

the following reasons:

- a) The other committee leaders fear personal or professional retaliation from a request for removal; or
- b) The other committee leaders cannot or are not able to engage the member being considered for removal due to that member's unprofessional actions.

VII. Amendments

This Charter may be amended at any time by majority vote of Committee members in attendance at the Committee business meeting at the ACC Annual Meeting or at any regularly scheduled Committee teleconference. All proposed amendments to this Charter must be approved by the Services Committee of the ACC Board of Directors prior to implementation.

VIII. Intellectual Property

The Committee shall only use such logo displaying the name of the Committee or other ACC intellectual property as approved by ACC.